

Deloitte Tax LLP
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Thomas C. Hermanson
Tax Services Provider

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**FOURTH INTERIM FEE APPLICATION OF DELOITTE TAX LLP FOR
COMPENSATION FOR SERVICES RENDERED AS TAX SERVICES PROVIDER
FROM NOVEMBER 1, 2019 THROUGH MARCH 31, 2020**

Name of Applicant:	Deloitte Tax LLP
Retained to Provide Professional Services as:	Tax Services Provider
Date of Retention:	Effective <i>Nunc Pro Tunc</i> to October 15, 2018 by Order entered January 22, 2019 [Docket No. 1735]
Period for which Compensation and Reimbursement is Sought:	November 1, 2019 – March 31, 2020
Total Amount of Fees Requested:	\$ 53,422.00
Amount of Expense Reimbursement Sought	\$ <u>0.00</u>
Total Amount of Fees and Expense Reimbursement Sought as Actual, Reasonable and Necessary	\$ <u>53,422.00</u>
This is a(n) _____ Monthly <u>X</u> Interim _____ Final Fee Application/Statement	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears de Puerto Rico, Inc. (3626)); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation (4658)); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

PRIOR MONTHLY FEE APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
03/07/19 Dkt. 2771	10/15/2018 – 11/30/2018	\$1,001,528.00	\$28,458.18	\$1,001,528.00	\$28,436.80
04/15/19 Dkt. 3212	12/01/2018 – 12/31/2018	\$724,338.50	\$10,156.37	\$724,338.50	\$10,156.37
04/15/19 Dkt. 3218	01/01/2019 – 01/31/2019	\$975,867.00	\$27,305.81	\$975,867.00	\$27,305.81
04/15/19 Dkt. 3219	02/01/2019 – 02/28/2019	\$565,589.75	\$4,349.96	\$561,773.50	\$4,349.96
06/13/19 Dkt. 4228	03/01/2019 – 03/31/2019	\$564,154.00	\$9,051.99	\$564,154.00	\$9,051.99
06/28/19 Dkt. 4386	04/01/2019 – 04/30/2019	\$542,700.75	\$5,068.85	\$542,700.75	\$5,068.85
08/12/19 Dkt. 4816	05/01/2019 – 05/31/2019	\$216,380.75	\$2,437.90	\$216,380.75	\$2,437.90
08/12/19 Dkt. 4819	06/01/2019 – 06/30/2019	\$62,360.50	\$82.17	\$62,360.50	\$82.17
11/21/19 Dkt. 6070	07/01/2019 – 08/31/2019	\$122,139.50	\$0.00	\$122,139.50	\$0.00
11/21/19 Dkt. 6071	09/01/2019 – 09/30/2019	\$8,891.00	\$0.00	\$8,891.00	\$0.00
12/04/19 Dkt. 6134	10/01/2019 – 10/31/2019	\$10,333.00	\$0.00	\$10,333.00	\$0.00
06/04/20 Dkt. 8003	11/01/2019 – 03/31/2020	\$53,343.50	\$0.00	\$42,674.80	\$0.00
01/04/21 Dkt. 9212	04/01/2020 – 10/31/2020	\$60,260.00	\$0.00	\$48,208.00	\$0.00

PERSONNEL

For the Fourth Interim Fee Application Period from November 1, 2019 – March 31, 2020

Professional	Level	Rate	Hours	Fees
Bryan, Michael	Managing Director	\$975.00	7.2	\$7,020.00
Forrest, Jonathan	Partner/Principal	\$975.00	3.3	\$3,217.50
Hoffman, David	Partner/Principal	\$850.00	7.9	\$6,715.00
Sullivan, Brian	Managing Director	\$850.00	7.5	\$6,375.00
Tzavelis, Elias	Partner/Principal	\$850.00	1.5	\$1,275.00
Fielding, Stephen	Senior Manager	\$725.00	8.8	\$6,380.00
Butler, Mike	Manager	\$595.00	4.9	\$2,915.50
Espinola, Jonathan	Manager	\$595.00	2.6	\$1,547.00
Yang, Annie	Manager	\$595.00	1.1	\$654.50
Abrom, Carisa	Senior Consultant	\$325.00	7.7	\$2,502.50
Allegretti, Joe	Senior Consultant	\$325.00	17.4	\$5,655.00
Chatten, Colin	Senior Consultant	\$325.00	23.7	\$7,702.50
Gutierrez, Dalia	Consultant	\$325.00	0.5	\$162.50
Hybl, Claire	Senior Consultant	\$325.00	4.0	\$1,300.00
Professional Subtotal :			98.1	\$53,422.00

COMPENSATION BY CATEGORY

For the Fourth Interim Fee Application Period from November 1, 2019 – March 31, 2020

Categories	Hours	Fees
Preparation of Fee Applications	24.0	\$7,800.00
State Tax Audit Services	13.4	\$12,009.50
Tax Restructuring Services	60.7	\$33,612.50
Fee's Category Subtotal :	98.1	\$53,422.00

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SEARS HOLDINGS CORPORATION, *et*
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Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**FOURTH INTERIM FEE APPLICATION OF DELOITTE TAX LLP FOR
COMPENSATION FOR SERVICES RENDERED AS TAX SERVICES PROVIDER
FROM NOVEMBER 1, 2019 THROUGH MARCH 31, 2020**

Pursuant to sections 105, 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York adopted by the Court on November 25, 2009 (the “Local Rules”), United States Bankruptcy Court of the Southern District of New York’s General Order M-447 signed on January 29, 2013 by Chief Judge Cecelia G. Morris (the “General

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears de Puerto Rico, Inc. (3626)); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation (4658)); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

Order”) and this Court’s Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 16, 2018 (the “Interim Compensation Order”) (Docket No. 796), Deloitte Tax LLP (“Deloitte Tax” or “Applicant”), as the Debtors’ tax services provider, hereby submits its fourth interim fee application (“Fourth Interim Fee Application”) for the interim compensation of professional services performed by Deloitte Tax for the period commencing November 1, 2019 through and including March 31, 2020 (the “Fourth Interim Fee Application Period”).

By this Fourth Interim Fee Application, Deloitte Tax seeks compensation in the amount of \$53,422.00 for the Fourth Interim Fee Application Period. Deloitte Tax does not seek any reimbursement of expenses for the Fourth Interim Fee Application Period.

JURISDICTION

1. The Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

STATUTORY BASIS

2. The statutory predicates for the relief requested herein are: (i) sections 328, 330 and 331 of the Bankruptcy Code; (ii) rule 2016 of the Bankruptcy Rules; (iii) rule 2016-1 of the Local Rules; and (iv) the Interim Compensation Order. This Interim Fee Application has been prepared in accordance with General Order 447 and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, effective January 30, 1996 (the “UST Guidelines” and, together with the General Order 447, the “Guidelines”). Pursuant to the Guidelines, a certification regarding compliance with the Guidelines is attached hereto as Exhibit B.

BACKGROUND

3. On October 15, 2018 (the “Petition Date”),² the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ cases are being jointly administered for procedural purposes pursuant to Bankruptcy Rule 1015 (b).

4. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of these cases are proper under 28 U.S.C. §§ 1408 and 1409.

5. On October 24, 2018, the Office of the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors in these chapter 11 cases pursuant to section 1102 of the Bankruptcy Code.

RETENTION OF DELOITTE TAX LLP

6. The retention of Deloitte Tax, as tax services provider was approved effective October 15, 2018 by this Court’s “Order Authorizing the Debtors to Retain Deloitte Tax LLP as Tax Services Provider for the Debtors *Nunc Pro Tunc* to October 15, 2018” entered on or about January 22, 2019 (the “Retention Order”) (Docket No. 1735). The Retention Order authorized the Debtors to employ Deloitte Tax pursuant to the terms and conditions set forth in (i) that certain work order, dated February 1, 2018 to provide certain tax advisory services related to the Debtors’ debt exchange transaction (the “Transaction Work Order”); and (ii) that certain work order, dated October 15, 2018, to provide certain tax advisory services relating to the Debtors’ restructuring (the “Restructuring Work Order”) (collectively, the “Engagement Agreements”) between Deloitte

² All of the Debtors filed for chapter 11 on October 15, 2018, with the exception of SHC Licensed Business LLC (filed on October 18, 2018), SHC Promotion LLC (filed on October 22, 2018) and SRe Holding Corporation (filed on January 7, 2019).

Tax and the Debtors. Pursuant to the Retention Order, Deloitte Tax was authorized to perform and to be compensated for professional services and reimbursed for actual and necessary expenses incurred on behalf of the Debtors effective October 15, 2018, subject to application to this Court as set forth therein.

REQUESTED RELIEF AND BASIS THEREFORE

7. By this Fourth Interim Fee Application and pursuant to the terms and conditions set forth in the Engagement Agreements, Deloitte Tax requests compensation of 100% of its total fees in the amount of \$53,422.50 during the Fourth Interim Fee Application Period.

8. All services for which Deloitte Tax requests compensation were performed for the Debtors. Deloitte Tax has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fourth Interim Fee Application. There is no agreement or understanding between Deloitte Tax and any nonaffiliated person or unrelated person for the sharing of compensation to be received for services rendered in these chapter 11 cases.

9. The time detail for the Fourth Interim Fee Application Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each professional and paraprofessional during the Fourth Interim Fee Application Period. To the best of Deloitte Tax's knowledge, this Fourth Interim Fee Application substantially complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the General Order and the Interim Compensation Order (except as set forth herein). Deloitte Tax's time reports are entered and organized by the professional or paraprofessional performing the described services on a daily basis.

10. The names of the partners, principals and professionals, who have rendered professional services in these chapter 11 cases during the Fourth Interim Fee Application Period,

along with a more detailed identification of the actual services provided, are set forth in the attached Exhibit A.

11. The services rendered by Deloitte Tax during the Fourth Interim Fee Application Period can be grouped into the categories set forth below. Deloitte Tax attempted to place the services provided in the category that best related to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth in the attached Exhibit A. Exhibit A identifies the professionals and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

12. Deloitte Tax's affiliates, Deloitte Transactions and Business Analytics LLP and Deloitte & Touche LLP have also provided services to the Debtors, which were approved by separate retention orders of this Court, both entered on January 22, 2019 (Dockets 1734 and 1736, respectively). The fees and expenses of these entities have been the subject of separate fee applications.

SUMMARY OF SERVICES PERFORMED

13. This Fourth Interim Fee Application covers the fees incurred during the Fourth Interim Fee Application Period. Deloitte Tax believes it appropriate to be compensated for the time spent in connection with these matters, and sets forth a narrative description of the services rendered for the Debtors and the time expended, organized by project task categories, as follows:

A. Tax Restructuring Services

14. During the Fourth Interim Fee Application Period, Deloitte Tax performed the following services:

- a. Advised the Debtors regarding the restructuring and bankruptcy emergence process from a tax perspective;
- b. Assisted the Debtors with documenting, as appropriate, the tax analysis, development of the Debtors' recommendation, observations, and correspondence for tax matters related to various restructuring transactions; and
- c. Advised the Debtors on income tax return reporting of bankruptcy issues and related matters, including;
 - i. Advised the Debtors on state income tax treatment of restructuring transactions in various jurisdictions including cancellation of indebtedness calculation, adjustments to tax attributes, and limitations on tax attribute utilization; and
 - ii. Considered the Debtors' available tax attributes (tax basis in assets, tax basis in subsidiary stock, and net operating loss carryovers) following certain restructuring transactions.

Total Category (Nov. 1, 2019 – Mar. 31, 2020)	Time Expended	Fees
Tax Restructuring Services	60.7 Hours	\$ 33,612.50

B. State Tax Audit Services

15. During the Fourth Interim Fee Application Period, Deloitte Tax advised the Debtors on responding to tax notices and audit assessments from various taxing authorities, including New Jersey sales tax assessments related to pre-petition tax periods.

Total Category (Nov. 1, 2019 – Mar. 31, 2020)	Time Expended	Fees
State Tax Audit Services	13.4 Hours	\$ 12,009.50

C. Preparation of Fee Applications

16. During the Fourth Interim Fee Application Period, staff for Deloitte Tax prepared its interim fee application in accordance with the Interim Compensation Order. Deloitte Tax filed

its third interim fee application covering the period from July 1, 2019 through October 31, 2019 on December 4, 2019 [Docket No. 6137]. The fees sought for the preparation of monthly fee statements and schedules in this and in prior fee applications represent 1.0% of all fees requested by Deloitte Tax to date for this category.

Total Category (Nov. 1, 2019 – Mar. 31, 2020)	Time Expended	Fees
Preparation of Fee Applications	24.0 Hours	\$ 7,800.00

ALLOWANCE OF COMPENSATION AND ACTUAL AND NECESSARY EXPENSES

A. Compensation Sought

17. Because of the benefits realized by the Debtors, the nature of services provided, the amount of work done, the time consumed and the skill required, Deloitte Tax requests that it be allowed, on an interim basis, compensation for the professional services rendered during the Fourth Interim Fee Application Period in the sum of \$53,422.00.

18. During the Fourth Interim Fee Application Period, allowance of compensation in the amount requested would result in a blended hourly billing rate for professionals of approximately \$544.56. The fees charged by Deloitte Tax in these chapter 11 cases are billed in accordance with its existing billing structure and procedures in effect during the Fourth Interim Fee Application Period.

19. Deloitte Tax respectfully submits that the professional services rendered by Deloitte Tax for the Debtors during the Fourth Interim Fee Application Period were reasonable, necessary and appropriate to the administration of these chapter 11 cases and related matters.

DELOITTE TAX'S REQUESTED FEES SHOULD BE ALLOWED BY THIS COURT

20. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 sets

forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

21. In these chapter 11 cases, Deloitte Tax respectfully submits that the services for which it seeks compensation in the Fourth Interim Fee Application Period were necessary for and beneficial to the Debtors and were performed economically, effectively, and efficiently. Deloitte Tax further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors. Further, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (i) the complexity of these chapter 11 cases; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of comparable services other than in a case under the Bankruptcy Code. Accordingly, the approval of the compensation sought herein is warranted.

CERTIFICATE OF COMPLIANCE AND WAIVER

22. Finally, as set forth in Exhibit B attached hereto, the undersigned representative of

Deloitte Tax certifies that it has reviewed the requirements of rule 2016-1 of the Local Rules and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-1, Deloitte Tax believes that such deviations are not material and respectfully requests that any such requirement be waived.

WHEREFORE, pursuant to the Interim Compensation Order, Deloitte Tax respectfully requests that, for the period from November 1, 2019 through March 31, 2020, the Court (i) grant Deloitte Tax interim allowance of compensation in the amount of \$53,422.00 for professional services rendered during the Fourth Interim Fee Application Period, (ii) authorize and direct the Debtors to pay the foregoing amounts to the extent not previously paid, and (iii) grant such other and further relief as may be just and proper.

Dated: May 11, 2022
Chicago, Illinois

Respectfully submitted,

/s/ Thomas C. Hermanson
Deloitte Tax LLP
Thomas C. Hermanson
111 S. Wacker Drive
Chicago, Illinois 60606-4301
Telephone: 312-486-9858

TAX SERVICES PROVIDER

EXHIBIT A

**PROFESSIONAL SERVICES TIME DETAIL FOR DELOITTE TAX FOR
THE THIRD INTERIM FEE APPLICATION PERIOD**

NOVEMBER 1, 2019 THROUGH MARCH 31, 2020

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
11/14/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.5	\$162.50
11/19/2019				
Abrom, Carisa	Prepare October monthly fee statement.	\$325.00	1.6	\$520.00
11/21/2019				
Abrom, Carisa	Prepare third interim fee application.	\$325.00	2.0	\$650.00
11/22/2019				
Chatten, Colin	Prepare time entries into categories pursuant to request from M-III.	\$325.00	2.3	\$747.50
11/25/2019				
Abrom, Carisa	Update third interim fee application.	\$325.00	1.0	\$325.00
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.5	\$162.50
12/04/2019				
Gutierrez, Dalia	Revise third interim fee application.	\$325.00	0.5	\$162.50
12/05/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.6	\$195.00
12/09/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.7	\$227.50
12/12/2019				
Abrom, Carisa	Finalize third interim fee application.	\$325.00	0.3	\$97.50
12/17/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.8	\$260.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
12/24/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.5	\$162.50
01/06/2020				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.6	\$195.00
01/07/2020				
Abrom, Carisa	Prepare combined November-December monthly fee statement.	\$325.00	2.8	\$910.00
01/14/2020				
Chatten, Colin	Prepare summary of fees & expenses pursuant to request from M-III.	\$325.00	1.2	\$390.00
01/21/2020				
Chatten, Colin	Prepare summary of fees & expenses pursuant to request from M-III.	\$325.00	1.0	\$325.00
01/27/2020				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.9	\$292.50
02/03/2020				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.0	\$325.00
02/10/2020				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.0	\$325.00
02/18/2020				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.0	\$325.00
03/02/2020				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.2	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
03/09/2020				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.7	\$227.50
03/18/2020				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.6	\$195.00
03/23/2020				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.7	\$227.50
Subtotal for Preparation of Fee Applications:			24.0	\$7,800.00

State Tax Audit Services

11/20/2019				
Sullivan, Brian	Review New Jersey assessment on responsible party.	\$850.00	0.2	\$170.00
Sullivan, Brian	Draft email to S. Goldring (Weil) and M. Bryan (Deloitte) regarding New Jersey assessment on responsible party.	\$850.00	0.2	\$170.00
11/21/2019				
Bryan, Michael	Call with B. Sullivan (Deloitte) to discuss New Jersey assessment on responsible party for sales/use tax audit.	\$975.00	0.2	\$195.00
Sullivan, Brian	Call with M. Bryan (Deloitte) to discuss New Jersey assessment on responsible party for sales/use tax audit.	\$850.00	0.2	\$170.00
11/22/2019				
Sullivan, Brian	Call with S. Goldring (Weil) to discuss New Jersey sales tax audit assessments and bankruptcy claims.	\$850.00	0.4	\$340.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
11/25/2019				
Bryan, Michael	Call with J. Pollak (Sears) and B. Sullivan (Deloitte) to discuss penalty and interest abatement request for New Jersey sales tax audit settlement.	\$975.00	0.4	\$390.00
Sullivan, Brian	Call with J. Pollak (Sears) and M. Bryan (Deloitte) to discuss penalty and interest abatement request for New Jersey sales tax audit settlement.	\$850.00	0.4	\$340.00
11/26/2019				
Bryan, Michael	Call with K. Lejkowski (Sears) to discuss New Jersey information request in context of New Jersey corporation business tax audit for SearsRe.	\$975.00	0.8	\$780.00
12/04/2019				
Bryan, Michael	Discussion with K. Lejkowski (Sears) regarding New Jersey corporation business tax information request.	\$975.00	0.5	\$487.50
Sullivan, Brian	Draft email to L. Meerschmert (Sears) regarding New York sales tax protest withdrawal.	\$850.00	0.2	\$170.00
12/10/2019				
Bryan, Michael	Discussion with K. Lejkowski (Sears) regarding New Jersey tax audit.	\$975.00	0.8	\$780.00
12/12/2019				
Sullivan, Brian	Call with E. Tzavelis (Deloitte) to discuss potential state tax overpayment issues related to agreement between Remainco and Transform.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with B. Sullivan (Deloitte) to discuss potential state tax overpayment issues related to agreement between Remainco and Transform.	\$850.00	0.2	\$170.00
01/13/2020				
Sullivan, Brian	Draft emails to J. Pollak (Transform) and Weil regarding status of New Jersey tax assessment.	\$850.00	0.3	\$255.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
01/15/2020				
Bryan, Michael	Call with State of New Jersey representative to discuss estimated assessment, process, and next steps.	\$975.00	1.0	\$975.00
01/22/2020				
Bryan, Michael	Correspondence regarding Sears related responsible person issue.	\$975.00	0.8	\$780.00
Sullivan, Brian	Draft email to Weil team and B. Griffith (Miii) regarding status of New Jersey sales tax assessment.	\$850.00	0.2	\$170.00
Sullivan, Brian	Discuss New Jersey sales tax audit penalty abatement request with J. Pollak (Transform)	\$850.00	0.2	\$170.00
01/28/2020				
Bryan, Michael	Review abatement for New Jersey state audit.	\$975.00	0.2	\$195.00
01/29/2020				
Sullivan, Brian	Call with S. Goldring, E. Remijan, J. Marcus (Weil), B. Griffith (Miii) and M. Bryan (Deloitte) to discuss New Jersey sales tax assessment for responsible person	\$850.00	0.5	\$425.00
Sullivan, Brian	Call with M. Bryan (Deloitte) to discuss payment options and requirements to settle New Jersey sales tax assessment against the Estate	\$850.00	0.2	\$170.00
01/30/2020				
Bryan, Michael	Call with state of New Jersey to determine payment instructions amount due, abatement instructions	\$975.00	0.5	\$487.50
Sullivan, Brian	Draft email to Weil team and B. Griffith (Miii) regarding payment instructions for New Jersey sales tax assessment.	\$850.00	0.4	\$340.00
Sullivan, Brian	Email to J. Pollak (Transform) regarding penalty abatement request for New Jersey sales tax assessment	\$850.00	0.2	\$170.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
02/04/2020				
Sullivan, Brian	Review notice of additional tax and interest from New York regarding Kmart sales tax audit assessment.	\$850.00	0.2	\$170.00
02/05/2020				
Bryan, Michael	Draft abatement request for penalty associated with NJ audit.	\$975.00	1.0	\$975.00
Sullivan, Brian	Review Sears Roebuck penalty abatement request letter for New Jersey sale tax audit.	\$850.00	0.3	\$255.00
Yang, Annie	Review New York State assessment notice and files to respond to internal colleagues' inquiry.	\$595.00	0.3	\$178.50
02/07/2020				
Sullivan, Brian	Read New York sales tax notice and forwarded same via email to Weil, Miii and Transform team.	\$850.00	0.3	\$255.00
Yang, Annie	Review files for Kmart bankruptcy notices to respond to internal colleagues' inquiry related to the New York State assessment notice.	\$595.00	0.5	\$297.50
02/10/2020				
Yang, Annie	Call New York state tax to confirm no balance is due in the account for Kmart.	\$595.00	0.3	\$178.50
02/24/2020				
Bryan, Michael	Analyze responsible persons matter (RP).	\$975.00	1.0	\$975.00
02/25/2020				
Sullivan, Brian	Review correspondence from New Jersey regarding sales tax audit and draft email to Weil and Miii regarding same.	\$850.00	0.3	\$255.00
Subtotal for State Tax Audit Services:			13.4	\$12,009.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/14/2019				
Butler, Mike	Review legal entity listing for potential liquidations.	\$595.00	0.9	\$535.50
Chatten, Colin	Discuss tax implications of liquidating certain non-debtor subsidiaries with E. Tzavelis, S. Fielding, M. Butler, and B. Sullivan of Deloitte Tax.	\$325.00	0.5	\$162.50
Chatten, Colin	Consider tax consequences of liquidating certain non-debtor subsidiaries.	\$325.00	1.2	\$390.00
Fielding, Stephen	Discuss tax implications of liquidating certain non-debtor subsidiaries with E. Tzavelis, M. Butler, B. Sullivan, and C. Chatten of Deloitte Tax.	\$725.00	0.5	\$362.50
Sullivan, Brian	Discuss tax implications of liquidating certain non-debtor subsidiaries with E. Tzavelis, S. Fielding, M. Butler, and C. Chatten of Deloitte Tax.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Discuss tax implications of liquidating certain non-debtor subsidiaries with C. Chatten, S. Fielding, M. Butler, and B. Sullivan of Deloitte Tax.	\$850.00	0.5	\$425.00
11/18/2019				
Espinola, Jonathan	Analyze data pertaining to contemplated liquidations against real property transfer tax analysis previously completed.	\$595.00	0.3	\$178.50
Hybl, Claire	Analyze certain Sears entities for potential transfer tax implications.	\$325.00	2.5	\$812.50
Sullivan, Brian	Review list of entities being liquated for review of potential state tax consequences.	\$850.00	0.6	\$510.00
11/19/2019				
Espinola, Jonathan	Review property location analysis for contemplated liquidations and transfer tax considerations.	\$595.00	0.8	\$476.00
11/21/2019				
Espinola, Jonathan	Review potential mere change exemptions and liquidation exemptions for real property transfer tax concerns.	\$595.00	1.0	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
11/22/2019				
Hybl, Claire	Create summary of change exemptions for Sears.	\$325.00	1.5	\$487.50
12/02/2019				
Espinola, Jonathan	Review real property transfer tax analysis for liquidation considerations.	\$595.00	0.5	\$297.50
12/04/2019				
Hoffman, David	Discussion with E. Tzavelis (Deloitte) regarding fee adjustments and deliverables.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Discussion with D. Hoffman (Deloitte) regarding fee adjustments and deliverables.	\$850.00	0.8	\$680.00
12/09/2019				
Allegretti, Joe	Discuss request for tax analysis with D. Hoffman, R. Young, C. Chatten, and B. Sullivan of Deloitte Tax.	\$325.00	0.6	\$195.00
Chatten, Colin	Discuss request for tax analysis with D. Hoffman, R. Young, J. Allegretti, and B. Sullivan of Deloitte Tax.	\$325.00	0.6	\$195.00
Hoffman, David	Discuss request for tax analysis with C. Chatten, R. Young, J. Allegretti, and B. Sullivan of Deloitte Tax.	\$850.00	0.6	\$510.00
Sullivan, Brian	Discuss request for tax analysis with C. Chatten, J. Allegretti, R. Young, and D. Hoffman of Deloitte Tax.	\$850.00	0.6	\$510.00
12/12/2019				
Sullivan, Brian	Review state tax model to assess potential state tax liability for Sears Brand Business Unit in Louisiana and Oklahoma.	\$850.00	0.4	\$340.00
Sullivan, Brian	Draft email to B. Griffith (Miii) to discuss state tax payments/refunds in Louisiana and Oklahoma for Sears Brands Business Unit FY18 and FY19 tax returns.	\$850.00	0.3	\$255.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
12/13/2019				
Sullivan, Brian	Draft email to K. Lejkowski (Sears) regarding Louisiana and Oklahoma income tax filings for Sears Brands Business Unit.	\$850.00	0.2	\$170.00
12/17/2019				
Allegretti, Joe	Update tax model.	\$325.00	2.9	\$942.50
12/18/2019				
Allegretti, Joe	Discuss engagement procedures with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, and J. Forrest.	\$325.00	0.6	\$195.00
Chatten, Colin	Discuss engagement procedures with E. Tzavelis, S. Fielding, J. Allegretti, D. Hoffman, and J. Forrest.	\$325.00	0.6	\$195.00
Fielding, Stephen	Discuss engagement procedures with E. Tzavelis, C. Chatten, J. Allegretti, D. Hoffman, and J. Forrest.	\$725.00	0.6	\$435.00
Forrest, Jonathan	Discuss engagement procedures with E. Tzavelis, S. Fielding, J. Allegretti, D. Hoffman, and C. Chatten.	\$975.00	0.6	\$585.00
Hoffman, David	Discuss engagement procedures with E. Tzavelis, S. Fielding, J. Allegretti, C. Chatten, and J. Forrest.	\$850.00	0.6	\$510.00
Hoffman, David	Review attribute reduction and U.S. federal income tax analysis provided to Client.	\$850.00	1.0	\$850.00
12/19/2019				
Allegretti, Joe	Revise tax model.	\$325.00	2.1	\$682.50
01/02/2020				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding and M. Butler (all Deloitte) to discuss tax requests from the Client and the scope of Deloitte Tax's involvement.	\$325.00	0.5	\$162.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler and J. Allegretti (all Deloitte) to discuss tax requests from the Client and the scope of Deloitte Tax's involvement.	\$725.00	0.5	\$362.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/03/2020				
Allegretti, Joe	Draft scope and fees to communicate with Weil for incremental tax work related to tax years ended February 2, 2019 and February 1, 2020.	\$325.00	1.3	\$422.50
01/06/2020				
Allegretti, Joe	Discuss engagement procedures and scope of services for potential future work with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, and R. Young of Deloitte Tax.	\$325.00	0.5	\$162.50
Allegretti, Joe	Build out the scope related to continuing the tax modeling through the tax year ended February 1, 2020.	\$325.00	1.6	\$520.00
Allegretti, Joe	Discuss scope of services for potential future work with E. Tzavelis, S. Fielding, M. Butler and C. Chatten of Deloitte Tax.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with S. Fielding, M. Butler and C. Chatten (all Deloitte) to discuss the preliminary tax scope.	\$325.00	0.3	\$97.50
Butler, Mike	Discuss engagement procedures and scope of services for potential future work with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, C. Chatten, and R. Young of Deloitte Tax.	\$595.00	0.5	\$297.50
Butler, Mike	Discuss scope of services for potential future work with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and C. Chatten of Deloitte Tax.	\$595.00	0.7	\$416.50
Chatten, Colin	Discuss engagement procedures and scope of services for potential future work with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and R. Young of Deloitte Tax.	\$325.00	0.5	\$162.50
Chatten, Colin	Discuss scope of services for potential future work with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti of Deloitte Tax.	\$325.00	0.7	\$227.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/06/2020				
Fielding, Stephen	Discuss engagement procedures and scope of services for potential future work with E. Tzavelis, M. Butler, J. Allegretti, C. Chatten, and R. Young of Deloitte Tax.	\$725.00	0.5	\$362.50
Fielding, Stephen	Read asset purchase agreement for tax return preparation guidance.	\$725.00	1.5	\$1,087.50
Fielding, Stephen	Discuss scope of services for potential future work with E. Tzavelis, M. Butler, J. Allegretti, and C. Chatten of Deloitte Tax.	\$725.00	0.7	\$507.50
Hoffman, David	Call with R. Young (Deloitte) regarding new scope.	\$850.00	0.8	\$680.00
01/07/2020				
Allegretti, Joe	Discuss engagement procedures and scope of services for potential future work with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, D. Hoffman, J. Perry, and R. Young of Deloitte Tax.	\$325.00	1.0	\$325.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the tax scope related to updated the tax attribute reduction model for the latest tax information.	\$325.00	0.3	\$97.50
Butler, Mike	Discuss engagement procedures and scope of services for potential future work with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, C. Chatten, D. Hoffman, J. Perry, and R. Young of Deloitte Tax.	\$595.00	1.0	\$595.00
Chatten, Colin	Discuss engagement procedures and scope of services for potential future work with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, D. Hoffman, J. Perry, and R. Young of Deloitte Tax.	\$325.00	1.0	\$325.00
Fielding, Stephen	Discuss engagement procedures and scope of services for potential future work with E. Tzavelis, M. Butler, J. Allegretti, C. Chatten, D. Hoffman, J. Perry, and R. Young of Deloitte Tax.	\$725.00	1.0	\$725.00
Hoffman, David	Call with R. Young (Deloitte) regarding new scope and related matters.	\$850.00	1.5	\$1,275.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
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Tax Restructuring Services

01/08/2020

Allegretti, Joe	Work to compile and draft an estimated budget for potential incremental tax work.	\$325.00	1.5	\$487.50
Allegretti, Joe	Discuss Cleary's intended tax treatment and review prior tax analyses and deliverables with E. Tzavelis, S. Fielding, M. Butler and C. Chatten of Deloitte Tax.	\$325.00	1.1	\$357.50
Butler, Mike	Discuss Cleary's intended tax treatment and review prior tax analyses and deliverables with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and C. Chatten of Deloitte Tax.	\$595.00	1.1	\$654.50
Chatten, Colin	Discuss Cleary's intended tax treatment and review prior tax analyses and deliverables with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti of Deloitte Tax.	\$325.00	1.1	\$357.50
Fielding, Stephen	Discuss Cleary's intended tax treatment and review prior tax analyses and deliverables with E. Tzavelis, M. Butler, J. Allegretti, and C. Chatten of Deloitte Tax.	\$725.00	1.1	\$797.50

01/10/2020

Allegretti, Joe	Call with J. Forrest, E. Tzavelis, S. Fielding and M. Butler to discuss the mechanics of the emergence transaction and corresponding tax positions.	\$325.00	0.7	\$227.50
Butler, Mike	Call with J. Forrest, E. Tzavelis, S. Fielding, M. Butler and J. Allegretti to discuss the mechanics of the emergence transaction and corresponding tax positions.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with J. Forrest, E. Tzavelis, M. Butler and J. Allegretti to discuss the mechanics of the emergence transaction and corresponding tax positions.	\$725.00	0.7	\$507.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/10/2020				
Forrest, Jonathan	Call with S. Fielding, E. Tzavelis, M. Butler and J. Allegretti to discuss the mechanics of the emergence transaction and corresponding tax positions.	\$975.00	0.7	\$682.50
01/13/2020				
Allegretti, Joe	Call with J. Marcus, S. Goldring, M. Hoenig, E. Remijan of Weil and E. Tzavelis, S. Fielding, M. Butler, C. Chatten, J. Forrest, D. Hoffman, J. Perry, and R. Young of Deloitte Tax regarding engagement procedures for potential work requested.	\$325.00	0.8	\$260.00
Chatten, Colin	Call with J. Marcus, S. Goldring, M. Hoenig, E. Remijan of Weil and E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest, D. Hoffman, J. Perry, and R. Young of Deloitte Tax regarding engagement procedures for potential work requested.	\$325.00	0.8	\$260.00
Fielding, Stephen	Call with J. Marcus, S. Goldring, M. Hoenig, E. Remijan of Weil and E. Tzavelis, M. Butler, J. Allegretti, C. Chatten, J. Forrest, D. Hoffman, J. Perry, and R. Young of Deloitte Tax regarding engagement procedures for potential work requested.	\$725.00	0.8	\$580.00
Forrest, Jonathan	Call with J. Marcus, S. Goldring, M. Hoenig, E. Remijan of Weil and E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, C. Chatten, D. Hoffman, J. Perry, and R. Young of Deloitte Tax regarding engagement procedures for potential work requested.	\$975.00	0.8	\$780.00
Hoffman, David	Review engagement procedures for potential work request.	\$850.00	1.5	\$1,275.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

November 01, 2019 - March 31, 2020

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
01/13/2020				
Hoffman, David	Call with J. Marcus, S. Goldring, M. Hoenig, E. Remijan of Weil and E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, C. Chatten, J. Forrest, D. Hoffman, J. Perry, and R. Young of Deloitte Tax regarding engagement procedures for potential work requested	\$850.00	0.8	\$680.00
01/15/2020				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, and J. Forrest of Deloitte Tax to review Transform's intended tax treatment of certain restructuring transactions.	\$325.00	0.9	\$292.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and J. Forrest of Deloitte Tax to review Transform's intended tax treatment of certain restructuring transactions.	\$325.00	0.9	\$292.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler, J. Allegretti, C. Chatten, and J. Forrest of Deloitte Tax to review Transform's intended tax treatment of certain restructuring transactions.	\$725.00	0.9	\$652.50
Forrest, Jonathan	Review scope of services and engagement letter.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and C. Chatten of Deloitte Tax to review Transform's intended tax treatment of certain restructuring transactions.	\$975.00	0.9	\$877.50
01/16/2020				
Hoffman, David	Review correspondence with Weil regarding engagement terms.	\$850.00	0.3	\$255.00
Subtotal for Tax Restructuring Services:			60.7	\$33,612.50
Total			98.1	\$53,422.00

Sears Holdings Corporation**Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

November 01, 2019 - March 31, 2020

Recapitulation

Name	Rate	Hours	Fees
Bryan, Michael	\$975.00	7.2	\$7,020.00
Forrest, Jonathan	\$975.00	3.3	\$3,217.50
Hoffman, David	\$850.00	7.9	\$6,715.00
Sullivan, Brian	\$850.00	7.5	\$6,375.00
Tzavelis, Elias	\$850.00	1.5	\$1,275.00
Fielding, Stephen	\$725.00	8.8	\$6,380.00
Butler, Mike	\$595.00	4.9	\$2,915.50
Espinola, Jonathan	\$595.00	2.6	\$1,547.00
Yang, Annie	\$595.00	1.1	\$654.50
Abrom, Carisa	\$325.00	7.7	\$2,502.50
Allegretti, Joe	\$325.00	17.4	\$5,655.00
Chatten, Colin	\$325.00	23.7	\$7,702.50
Gutierrez, Dalia	\$325.00	0.5	\$162.50
Hybl, Claire	\$325.00	4.0	\$1,300.00

Deloitte Tax LLP
111 S. Wacker Drive
Chicago, Illinois 60606-4301
Telephone: 312-486-9858
Thomas C. Hermanson
Tax Services Provider

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et*
al.,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF FOURTH INTERIM FEE APPLICATION
OF DELOITTE TAX LLP FOR COMPENSATION FOR SERVICES RENDERED
AS TAX SERVICES PROVIDER FOR THE DEBTORS
FOR THE PERIOD NOVEMBER 1, 2019 THROUGH MARCH 31, 2020**

THOMAS C. HERMANSON, deposes and says:

1. I am a managing director of Deloitte Tax LLP ("Deloitte Tax"), which has an office located at 111 S. Wacker Drive, Chicago, Illinois 60606. I make this certification in connection with the fourth interim fee application (the "Application") of Deloitte Tax, in the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears de Puerto Rico, Inc. (3626)); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation (4658)); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

above-captioned debtors' (the "Debtors") chapter 11 cases.

2. I submit this certification with respect to Deloitte Tax's compliance with and pursuant to the Court's General Order M-447, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York adopted by the Court on November 25, 2009 (the "Local Guidelines"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. 330 adopted on January 30, 1996 (the "UST Guidelines") (collectively, and with the Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 16, 2018 (Docket No. 796) (the "Compensation Order"), the "Guidelines").

3. In compliance with the Guidelines, I hereby certify that:

a. I have read the Application and am familiar with the services for which compensation is being sought that are described therein;

b. To the best of my knowledge, information and belief, the fees and disbursement sought in the Application are in substantial compliance with the Guidelines.

c. The fees and disbursements sought in the Application are billed at rates or in accordance with practice customarily employed by Deloitte Tax for similar services and generally accepted by Deloitte Tax's clients.

d. No agreement or understanding exists between Deloitte Tax and any other non-affiliated or unrelated person or persons for the sharing of compensation received or to be received for professional services rendered in or in connection with these chapter 11 cases.

e. Deloitte Tax has not entered into any agreement with the office of the United States Trustee, any creditor or any other party in interest, for the purpose of fixing the amount of any of the fees or other compensation allowed out of or paid

from the assets of the Debtors.

f. Copies of the Application were provided to the appropriate parties on or about the date set for the filing of Applications by the Compensation Order.

/s/ Thomas C. Hermanson

Declarant: Thomas C. Hermanson

Title: Managing Director

Dated: May 11, 2022